Republic of the Philippines
Department of Finance
Securities and Exchange Commission
COMMISSION EN BANC

IN THE MATTER OF:

SEC CDO Case No. 07-21-071

R.L. AGGREGATES AND DIVERSIFIED LENDING GROUP, INC.

ENFORCEMENT AND INVESTOR PROTECTION DEPARTMENT (EIPD),

Movant.

x - x

CEASE AND DESIST ORDER

This resolves the *Motion for Issuance of Cease and Desist Order*[1] (the "*Motion*") filed by the Enforcement and Investor Protection Department ("EIPD") with the Office of the General Counsel (OGC) praying that an order be issued (1) enjoining R.L. Aggregates and Diversified Lending Group, Inc. (R.L. Aggregates), its operators, directors, officers, representatives, salesmen, agents, and any and all persons, conduit entities and subsidiaries (collectively referred to as "Agents") claiming and/or acting for and in its behalf from selling and/or offering securities in the form of investment contracts, and from using its website, the social media and/or the internet in carrying out the unauthorized investment activities until the requisite registration statement is filed and approved by the Commission; and (2) prohibiting R.L. Aggregates, its officers, representatives, salesmen, and/or agents from transacting any and all business involving the funds in its depository banks, and from transferring, disposing, or conveying in any manner, any and all assets, properties, real or personal, including bank deposits, if any, of which the named persons herein may have interest, claim or participation, whether directly or indirectly, under their custody, to ensure the preservation of the assets for the benefit of the investors.

PARTIES

EIPD is one of the Commission's operating departments tasked, among others, to investigate and institute administrative actions against

[1] Filed on 9 July 2021

persons and entities engaged in the sale and/or offer of unregistered securities without requisite secondary license.[2]

R.L. Aggregates is a domestic corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines with Company Registration No. CS202009113. Its principal office is at the 2nd Floor, Cainag Bldg., Gomez 1st cor. Circumferential Road, San Juan, Taytay Rizal. R.L. Aggregates was issued a Certificate of Authority No. 3343 on 28 October 2020. Its primary purpose is:

> *"To engage in the business of direct lending without however engaging in pawn broking under PD 114 and financing under R.A. 8556, provided that borrowing shall be sourced from not more than 19 lenders including shareholders.*
>
> *Provided that the corporation* ***shall not solicit, accept or take investments/placements from the public neither shall it issue investment contracts."***[3] (Emphasis supplied)

Its board of directors as shown in its Articles of Incorporation[4] (AoI) are:

Name	**Nationality**	**Address**
ROBERTO S. LLORENTE	FILIPINO	Lot 10 Phase 5A, Greenwoods Executive Village, Dapdap St., Pinagbuhatan, Pasig City
JENNYLYN M. CLEMENTE	FILIPINO	No. 513 Ayala Homes, Sampaguita St., Barangka Itaas, Mandaluyong City
PATRICIO B. DE VILLA	FILIPINO	No. 83 Karingalan St., Dona Damiana Village, Rosario, Pasig City
CARLO S. MAMARIL	FILIPINO	Blk 1 Lot 7 San Martin St., Gulod, Quezon City
ALVIN C. CAMANERO	FILIPINO	No. 108 Mahogany St., Santolan, Pasig City

RELEVANT FACTS

On January 2021, the EIPD began receiving numerous complaints, reports and inquiries[5] regarding the solicitation activities of R.L Aggregates which prompted it to commence investigation for possible violation(s) of the Securities Regulation Code (SRC), the Revised Corporation Code (RCC), and relevant rules and regulations enforced by the Commission.

---

[2] Section 2-2(c)(1-c), Rule II, Part I of the 2016 SEC Rules.
[3] Paragraph 3 of the Motion
[4] Annex "A-1" of the Motion.
[5] Annex "B" of the Motion.

In the course of its investigation, the EIPD also gathered all relevant information received from the public, including those that are publicly available, specifically R.L. Aggregate's Facebook page which was primarily used in carrying out the investment activities subject of the inquiries and complaints. The EIPD alleged and maintained that R.L. Aggregate's Facebook page which showed that it is openly and publicly offering to the investing public a pure passive income of one percent (1%) interest per day, or thirty percent (30%) per month, within a lock-in period of three (3) months, for a minimal amount of investment, defrauds investors as it is clearly a bogus opportunity to earn.[6] The EIPD alleged in the Motion that Respondent R.L. Aggregates' too-good-to-be-true promises of impossibly high returns are enticing in the sense that they come with a guaranteed dividend payout automatically sent to the bank account provided by investors every 15th and 30th of the month.[7] The System Dashboard in Respondent R.L. Aggregates' website i.e. www.rladlgbusiness.com. where investors can verify payment of dividends were provided by the EIPD.[8]

R.L. Aggregates investment scheme requires potential investors to invest/deposit an amount ranging from a minimum of One Thousand Pesos (₱1,000.00) to as high as Five Hundred Thousand Pesos (₱500,000.00) or more. An investment of between Ten Thousand Pesos (₱10,000.00) to Ninety-nine Thousand Pesos are covered by a contract denominated as *Shareholder Agreement*[9] (the "Agreement") executed between Respondent R.L. Aggregates, through its President, Mr. Roberto S. Llorente, and the investor. However, investments of One Hundred Thousand Pesos (₱100,000.00) or more are secured by Post-Dated Checks (PDC)[10] issued by R.L. Aggregate, in addition to the Agreement.

The information gathered by the EIPD from the public shows that Respondent R.L. Aggregates advertised and promoted the following compensation plan and the bank accounts where investors can deposit their investments, to wit:

Compensation Plan		
Capital	Profit every 15 Days	Total Profit + Capital (3 months)
1000	150	1900
2000	300	3800
3000	450	5700
4000	600	7600
5000	750	9500
10000	1500	19000
20000	3000	38000

[6] Par. 7 of the Motion
[7] Par. 10 of the Motion
[8] *Ibid*
[9] Annex "D" of the Motion.
[10] Annex "E" of the Motion.

50000	7500	95000
100000	15000	190000
250000	37500	475000
500000	75000	950000

Bank Account Details		
Account Name	Bank	Account Number
Mr. Roberto S. Llorente	Union Bank	0026 0000 8804
RL Llorente Aggregates Trading	Union Bank	0026 0000 8804
Mr. Roberto S. Llorente	Union Bank	1094 8523 5688
Mr. Roberto S. Llorente / RL Aggregates and Diversified Lending Group Inc.	Union Bank	0026 0000 8397
Mr. Kenneth Daniel Papa	East West Bank	2000 4458 0194
Mr. Roberto S. Llorente	Union Bank	1094 2357 2863

The records also show that R.L. Aggregates falsely declared that it is a mother company of cooperative and lending groups that caters to agriculture, small businesses and small-scale mining in Masbate. Moreover, the EIPD also pointed out that Respondent's act of taking advantage of the pandemic to refuse any visit/transaction at its main office in Taytay, Rizal by its investors, and its insistence that investors only transact online, is questionable and suspect.

The EIPD thus summarized Respondent R.L. Aggregates' modus operandi as follows:

1) R.L. Aggregates gains the attention of the investing public through their Facebook posts promising passive returns of one percent (1%) interest per day for a period of three (3) months;

2) Interested investors are then directed to the Facebook page of Respondent R.L. Aggregates where its agents, Ashley Reyes, Maya Gonzalez, Randy dela Cruz, and/or Kenneth Daniel Papa would communicate with them;

3) In order to clothe the transactions with legitimacy, R.L. Aggregates secured a primary license with the Commission, and now uses the Certificate of Incorporation and Articles of Incorporation issued and approved by the Commission to show prospective investors that it is an incorporated entity;

4) To remove any doubt on the part of investors on the legitimacy of its investment scheme, R.L. Aggregates make it appear and promote itself as a mother company of lending groups which has substantial assets.

5) Investors who are lured to invest and reinvest their earnings are required to provide the following information for their payouts:

    a. Proof of identification;
    b. Email address; and
    c. Bank details

6) Investors are directed to register at Respondent R.L. Aggregates' website where they are able to view the status of their investments and payouts.

The EIPD's investigation revealed that Respondent R.L. Aggregates employed fraud and deceit in inducing investors to part with their money. Based on the records of the Commission, the AoI of R.L. Aggregates specifically states that it *"shall not solicit, accept, or take investments/placements from the public neither shall it issue investment contracts."* However, an apparently altered and falsified AoI of Respondent R.L. Aggregates which states that *"the corporation shall direct solicit, accept or take investments/placements from the public and shall issue investment contracts."*[11] has been circulating and is being intentionally used to justify its unauthorized investment taking activities.

More importantly, the EIPD secured certifications[12] from the Company Registration and Monitoring Department (CRMD), the Corporate Governance and Finance Department (CGFD) and the Markets and Securities Regulation Department (MSRD) of the Commission which all showed that while Respondent R.L. Aggregates has been issued a Certificate of Incorporation and Certificate of Authority No. 3343 to operate as a lending company, it has not secured a secondary license to solicit investments from the public as prescribed under Sections 8 and 12 of the SRC.

On 19 February 2021, the EIPD conducted a surveillance and ocular inspection at the principal office of Respondent R.L. Aggregates where it was able to confirm that the principal office was a residential apartment in an alley. However, the investigating team decided to defer further surveillance activities after they sensed that the people in the vicinity became suspicious of their inquiries regarding the Respondent's operation and the whereabouts of its officers.[13]

---

[11] Annex "F" of the Motion.
[12] Annexes "G" to "I" of the Motion.
[13] Annex "J" of the Motion.

On 23 February 2021, the Commission issued an Advisory[14] informing the public that R.L. Aggregates is not authorized to solicit investments, and advised them to refrain from investing and/or to stop investing with R.L. Aggregates.

On 24 February 2021, the EIPD received information that Respondent R.L. Aggregates opened and maintained an extension office in Cebu City. This prompted the EIPD to issue a Memorandum dated 24 February 2021 to SEC Cebu City Extension Office requesting the conduct of an ocular inspection and surveillance operation at R.L. Aggregates' extension office located at 1312 Horseshoe Drive Subdivision, Guadalupe, Cebu City.

Consequent to the posting of the Advisory, the EIPD received numerous email complaints and inquiries regarding Respondent R.L. Aggregates.

On 26 March 2021, twenty-one (21) complainants formally filed their Complaint-Affidavits with the EIPD. This is in addition to the numerous complaints received by EIPD via email.

Based on the Complaint-Affidavit of Ms. Girlie Marasigan Enriquez (Ms. Enriquez), sometime in March 2021, Respondent R.L. Aggregates began sending personal messages to selected investors to promote its "50% in 15 days" promo, where a Ten Thousand Pesos (₱10,000.00) investment will yield a profit of Five Thousand Pesos (₱5,000.00) and the investor will receive a total of Fifteen Thousand Pesos (₱15,000.00) by the 15th day consisting of both the capital and profit.

The information gathered by the EIPD shows that at on or before 12 March 2021, Respondent R.L. Aggregates started deleting/deactivating its Facebook pages/posts, and closed-down its website which prompted investors to demand for the reimbursement of their investments.

Based on the Complaint-Affidavit of Ms. Josephine Canales (Ms. Canales) who was one of the investors who demanded reimbursement of her investment, Respondent R.L. Aggregates informed claimants that the delay in the payment of guaranteed returns and/or reimbursement of investments was caused by the freezing of its P10Million deposit pursuant to the Anti-Money Laundering Act (AMLA). Ms. Canales was informed that she could however withdraw the whole amount of her investments by paying another 10 percent (10%) processing fee.

On the basis of the foregoing information and evidence, the EIPD submits that Respondent R.L. Aggregates is engaged in unauthorized

---

[14] Annex "L" of the Motion.

investment taking activities, specifically in the sale and/or offer of unregistered securities in the form of investment contracts without the requisite license from the Commission, in violation of the SRC. Hence, the the EIPD maintains that issuance of the CDO prayed for in the instant *Motion* is warranted.

ISSUE

Whether the issuance of a cease and desist order against R.L. Aggregates is warranted based on the findings and evidence presented by the EIPD.

RULING

The Commission finds the *Motion* meritorious and hereby grants the same.

The allegations in the EIPD's *Motion* which were supported by substantial evidence, clearly showed and established that R.L. Aggregates was offering and/or selling unregistered securities in the form of investment contracts to the public without the requisite license from the Commission.

Section 3 of the SRC defines "securities" as follows:

> "SEC. 3. Definition of Terms. –
>
> 3.1. "**Securities**" are **shares, participation or interests** in a corporation or **in a commercial enterprise** or profit-making venture and evidenced by a certificate, contract, instrument, whether written or electronic in character. It **includes**:
>
> x x x
>
> (b) **Investment contracts**, certificates of interest or participation in a profit sharing agreement, certificates of deposit for a future subscription;" (Emphasis supplied)

An "investment contract" is defined as follows:

> "**An investment contract means a contract, transaction or scheme whereby a person invests his money in a common enterprise and is led to expect profits primarily from the efforts of others**. It is presumed to exist whenever a person seeks to use the money or property of others on the promise of profits.
>
> **A common enterprise is deemed created when two (2) or more investors "pool" their resources, creating a common enterprise**, even if the promoter receives nothing more than a broker's commission."[15] (Emphasis supplied)

---

[15] Rule 26.3.5 of the Implementing Rules and Regulations of the SRC.

In the case of *SEC vs. Howey Co.*[16], the US Supreme Court defined an investment contract as a contract or scheme for the placing of capital or laying out of money in a way intended to secure income or profit from its employment. Investment contracts have been used and adopted in various situations where individuals were led to invest money in a common enterprise with the expectation that they would earn a profit through the efforts of the promoter or of someone other than themselves.[17]

It is in the context of the foregoing that the U.S. Supreme Court came up with and adopted the *Howey Test*[18] in determining if an investment scheme, regardless of the legal terminology used, partakes of the nature of an investment contract.

In *Power Homes Unlimited Corporation v. Securities and Exchange Commission,*[19] the Supreme Court applied the *Howey Test* in our jurisdiction stating that an investment contract, to be a security subject to regulation by the Commission, must be attended by the following elements: *(1) there is an investment of money; (2) in a common enterprise; (3) with expectation of profits, (4) primarily from efforts of others.* Under this definition, whenever an investor relinquishes control over his or her funds and submits their control to another for the purpose of deriving profits from them, he or she is in fact investing in a security.[20]

Applying the *Howey Test* to the instant case, this Commission agrees with the EIPD that Respondent R.L. Aggregates is engaged in the sale and/or offer of securities in the form of investment contracts because all the elements are present.

First, there is an *investment of money* by Respondent R.L. Aggregates' investors who parted with, and deposited their hard earned money pursuant to the investment scheme presented and offered by Respondent R.L. Aggregates. Investors who deposit at least Ten Thousand Pesos (P10,000.00) were given one (1) share in the company as evidenced by the Agreement they executed with Respondent R.L. Aggregates.[21] The actual investment of money by investors were proven by the complaints filed with the EIPD where investors were demanding for the guaranteed returns and/or reimbursement of their investments;

Second, investors invested in *a common enterprise* consisting in the actual conduct of the unauthorized investment-taking activities clothed/masked as a legitimate lending business, where unauthorized

[16] 328 U.S. 293 (1946).
[17] *Ibid.* Although the definition as stated in the Howey Case qualified that the earning of profit was expected to be solely through the efforts of another party, Rule 26.3 of the 2015 IRR of the SRC replaced the qualifier with *"primarily"*, acknowledging that an investment contract may still be present where the individual who placed the money exerted a small amount of effort in an attempt to earn the profits.
[18] *Ibid.*
[19] G.R. No. 164182, 26 February 2008.
[20] Investment Co. Institute v. Camp, 274 F. Supp. 624 (D. D.C. 1967).
[21] Annex "D" of the Motion; Part of the Attachments of Annex "O" of the Motion.

securities in the form of investment contracts were sold and/or offered to the public;

Third, there is *an expectation of profits* as Respondent R.L. Aggregates' promised its investors a guaranteed pure passive income of one percent (1%) interest per day or thirty percent (30%) per month for the investments that they make. This was shown by the demands made by its investors for payment of their guaranteed profits in the complaints filed with the EIPD; and

Fourth, investors expected to earn their guaranteed profits *primarily from the efforts of others* i.e. Respondent R.L. Aggregates, its directors, officers, employees, agents and representatives, hence, they are not required to perform any act other than the mere deposit of their money with the Respondent.

Moreover, the act of R.L. Aggregates in publicly offering its investment scheme through Facebook and its website, inviting and enticing investors to part with their hard earned money where they are promised to received guaranteed returns, constitutes public offering of securities as defined under Rule 3.1.17 of the 2015 IRR of the SRC, to wit:

> "3.1.17. **Public offering is any offering of securities to the public or to anyone, whether solicited** or unsolicited. Any solicitation or presentation of securities for sale through any of the following modes shall be presumed to be a public offering:
>
> x x x
>
> 3.1.17.3 Advertisement or announcement in radio, television, telephone, **electronic communications, information communication technology or any other forms of communication**;"[22] (Emphasis supplied)

Anent the EIPD's finding that Respondent R.L. Aggregates violated Section 26 of the SRC, the Commission finds the same to be substantiated by evidence, and hereby sustains the same.

Section 26 of the SRC is the general anti-fraud provision applicable to securities, thus:

> "*Section 26. Fraudulent Transactions.* – **It shall be unlawful for any person**, directly or indirectly, **in connection with the** purchase or **sale of any securities to**:
>
> 26.1. **Employ any device, scheme, or artifice to defraud**;
>
> 26.2. Obtain money or property by means of any untrue statement of a material fact of any omission to state a material fact necessary in order

[22] Rule 3.1.17 of the Implementing Rules and Regulations of the SRC.

> to make the statements made, in the light of the circumstances under which they were made, not misleading; or
>
> 26.3. **Engage in any act, transaction, practice or course of business which operates or would operate as a fraud or deceit upon any person.**" (Emphasis supplied)

In *People of the Philippines vs. Mateo, et al.*[23], the Supreme Court held that fraud is a generic term that covers any act calculated to deceive, thus:

> "**Fraud**, in its general sense, **is deemed to comprise anything calculated to deceive**, including all acts, omissions, and concealment involving a breach of legal or equitable duty, trust, or confidence justly reposed, resulting in damage to another, or **by which an undue and unconscientious advantage is taken of another**. **It is a generic term embracing all multifarious means which human ingenuity can devise, and which are resorted to by one individual to secure an advantage over another by false suggestions or by suppression of truth** and includes all surprise, trick, cunning, dissembling and any unfair way by which another is cheated. On the other hand, **deceit is the false representation of a matter of fact**, whether by words or conduct, **by false or misleading allegations**, or by concealment of that which should have been disclosed **which deceives or is intended to deceive another so that he shall act upon it to his legal injury.**" (Emphasis supplied)

In this case, R.L. Aggregates intentionally used or allowed the use of a falsified AoI to make it appear to the investing public that it was duly authorized by the Commission to solicit, offer, accept, sell and/or take investments from the public.[24] Through the falsified AoI, R.L. Aggregates was able to conveniently offer and/or sell unauthorized securities from investors by means of fraud. This fact was confirmed with a Complaint-Affidavit of Ms. Enriquez, one of the complainants of R.L. Aggregates.[25]

Moreover, Section 8.1 of the SRC provides that securities shall not be sold or offered for sale or distribution within the Philippines, without a registration statement duly filed with and approved by the Commission. In connection therewith, Section 12.1 of the SRC states that all securities required to be registered under Subsection 8.1 shall be registered through the filing by the issuer in the main office of the Commission of a sworn registration statement with respect to such securities, in such form and containing such information and documents as the Commission shall prescribe.

In the same case of *Power Homes Unlimited v. Securities and Exchange Commission,*[26] the Supreme Court ruled that:

---

[23] G.R. No. 210612, October 9, 2017.
[24] Annex "F" of the Motion.
[25] Annex "O" of the Motion.
[26] Note 24, *Supra*.

> "As an investment contract that is security under R.A. No. 8799, it must be registered with public respondent SEC, otherwise the SEC cannot protect the investing public from fraudulent securities. The strict regulation of securities is founded on the premise that the capital markets depend on the investing public's level of confidence in the system."

Thus, R.L. Aggregates' act of selling and/or offering unauthorized securities in the form of investment contracts sans the requisite license from the Commission clearly warrants the issuance of a cease and desist order because the same operates as a fraud to the public which, if unrestrained, will likely cause grave or irreparable injury or prejudice to the investing public.[27]

Relative thereto, Section 64 of the SRC provides that:

> "Section 64. *Cease and Desist Order.* — 64.1. *The Commission,* after proper investigation or verification, *motu proprio* or upon verified complaint by any aggrieved party, may issue a cease and desist order without the necessity of a prior hearing if in its judgment the act or practice, unless restrained, will operate as a fraud on investors or is otherwise likely to cause grave or irreparable injury or prejudice to the investing public."

The afore-quoted provision embodies the two (2) essential requirements that must be met prior to the issuance of a cease and desist order: *first,* there must be a conduct of a proper investigation or verification; and *second*, there must be a finding that the act or practice, unless restrained, will operate as a fraud on investors or is otherwise likely to cause grave or irreparable injury or prejudice to the investing public.[28]

As to the first requirement, the records show that a proper investigation was conducted by the EIPD as evidenced by its report and the documents showing R.L. Aggregates' unauthorized and fraudulent investment-taking activities. We likewise find that the EIPD was able to properly verify the complaints filed by the investors who were defrauded by R.L. Aggregates. The EIPD presented the following evidence in support of its *Motion*:

(1) Certifications from the Commission's MSRD, CGFD, and CRMD to the effect that: (a) R.L. Aggregates has not filed nor has any pending application for registration/permit to sell securities; and (b) R.L. Aggregates has not been issued any license to offer and sell securities to the

[27] Section 64 of the Securities Regulation Code.
[28] Securities and Exchange Commission vs. Performance Foreign Exchange Corporation, G.R. No. 154131, July 20, 2006.

public and is not a registered issuer of mutual funds, exchange of traded funds, and proprietary/non-proprietary shares or membership certificates or timeshares;

(2) A copy of R.L. Aggregates' falsified AoI which was used to facilitate with ease the unauthorized investment-taking activities;

(3) Complaint-Affidavits with supporting documents that confirms the modus operandi of the Respondent R.L. Aggregates relating to the process and manner by which investors are defrauded; and

(4) Investigator's affidavit which attested to the veracity of the information received from the public about the unauthorized investment-taking activities of R.L. Aggregates. Screenshots of the website, and relevant online posts in social media were included in the affidavit as faithful reproductions of such online posts and presentations.

The foregoing shows that the EIPD properly made an investigation and carefully studied the nature and operations of R.L. Aggregates. This is buttressed by the conduct of an ocular inspection at the principal office of Respondent R.L. Aggregates which showed that the state, location, or status of its purported principal office is not consistent with its representation/claim that it is a mother company of cooperative and lending groups.

In relation to the second requirement, R.L. Aggregates' AoI shows that its authorized capitalization is only PhP1,500,000.00. This notwithstanding, R.L. Aggregates promises its investors a guaranteed return of one percent (1%) interest per day or thirty percent (30%) per month. Clearly, R.L. Aggregates RLADLG's business model in relation to its capitalization is not sustainable and will likely cause grave or irreparable injury or prejudice to the investing public.

Finally, the prompt issuance of a cease and desist order is warranted by the finding of this Commission that R.L. Aggregates' unauthorized investment-taking activity made in violation of the SRC this Commission of a violation of the SRC will likely defraud or cause grave or irreparable injury to the investing public. Relative thereto, the Supreme Court categorically held in *Securities and Exchange Commission vs. CJH Development Corp.*[29] that:

> "**The law is clear on the point that a cease and desist order may be issued by the SEC *motu proprio***, it being unnecessary that it results

[29] (G.R. No. 210316, November 28, 2016)

> from a verified complaint from an aggrieved party. **A prior hearing is also not required whenever the Commission finds it appropriate to issue a cease and desist order that aims to curtail fraud or grave or irreparable injury to investors. There is good reason for this provision, as any delay in the restraint of acts that yield such results can only generate further injury to the public that the SEC is obliged to protect**.
>
> **The act of selling unregistered securities would necessarily operate as a fraud on investors as it deceives the investing public by making it appear that respondents have authority to deal on such securities**. Section 8.1 of the SRC clearly states that securities shall not be sold or offered for sale or distribution within the Philippines without a registration statement duly filed with and approved by the SEC and that prior to such sale, information on the securities, in such form and with such substance as the SEC may prescribe, shall be made available to each prospective buyer." (Emphasis supplied)

WHEREFORE, premises considered, **R.L. Aggregates and Diversified Lending Group, Inc.**, its directors namely, **ROBERTO S. LLORENTE, JENNYLYN M. CLEMENTE, PATRICIO B. DE VILLA, CARLO S. MAMARIL** and **ALVIN C. CAMANERO**, its operators, officers, representatives, salesmen, agents including **Ashley Reyes, Maya Gonzalez, Randy Dela Cruz, and Kenneth Daniel Papa**, and any and all persons claiming, acting, and operating for and in their behalf, are hereby ordered to **IMMEDIATELY CEASE AND DESIST** from engaging in the unlawful/unauthorized solicitation, offer and/or sale of securities in the form of investment contracts or any others of the same nature, as discussed in this *Cease and Desist Order*, until the requisite registration statement is duly filed with and approved by the Commission.

R.L. Aggregates and Diversified Lending Group, Inc., its operators, directors, officers, representatives, salesmen, agents and any and all persons claiming and acting for and in their behalf are likewise directed to **CEASE** their internet presence relating to the transactions and investment scheme covered by this *Cease and Desist Order.* The Commission will institute the appropriate administrative and criminal action against any persons or entities found to act as solicitors, information providers, salesmen, agents, brokers, dealers or the like for and in their behalf

Finally, the Commission hereby **PROHIBITS** R.L. Aggregates and Diversified Lending Group, Inc., its operators, directors, officers, representatives, salesmen, agents and any and all persons claiming and acting for and in their behalf from transacting any business involving funds in its depository banks, and from transferring, disposing, or conveying in any manner, any and all assets, properties, real or personal, including bank deposits, if any, of which the named persons herein may have interest, claim or participation, whether directly or indirectly, under their custody, to ensure the preservation of the assets of the investors

The **EIPD** of the Commission is hereby **DIRECTED** to:

1) Serve this *Cease and Desist Order* to **R.L. Aggregates and Diversified Lending Group, Inc.**, and its operators, representatives and/or agents including **Roberto S. Llorente, Jennylyn M. Clemente, Patricio B. De Villa, Carlo S. Mamaril, Alvin C. Camanero, Ashley Reyes, Maya Gonzalez, Randy Dela Cruz, and Kenneth Daniel Papa**;

2) Cause (a) the posting of this Order in R.L. Aggregates' principal office <u>and</u> in the Commission's website, and (b) the publication of the same in a newspaper of general circulation as provided for under Section 4-2, Rule IV, Part I of the 2016 Rules of Procedure of the SEC.

The EIPD is **FURTHER DIRECTED** to submit a formal compliance report, by way of pleading, to the Commission *En Banc* WITHIN TEN (10) DAYS from receipt of this ***Cease and Desist Order***.

Let a copy of this Order be furnished to the Company Registration and Monitoring Department, Markets and Securities Regulation Department, Corporate Governance and Finance Department and the Information and Communications Technology Department of this Commission, the Bangko Sentral ng Pilipinas, the Department of Trade and Industry, the National Privacy Commission and the Department of Information and Communications Technology for their information and appropriate action.

In accordance with the provisions of Section 64.3 of the SRC and Part II, Rule IV, Section 4-3 of the 2016 Rules of Procedure of the SEC, the Respondent may file a verified ***Motion to Lift the CDO*** to the Commission En Banc thru the Office of the General Counsel, within five (5) days from receipt of this Order.

FAIL NOT UNDER PENALTY OF LAW.

SO ORDERED.

Pasay City, Philippines; 27 July 2021.

EMILIO B. AQUINO
Chairperson

EPHYRO LUIS B. AMATONG
Commissioner

JAVEY PAUL D. FRANCISCO
Commissioner

KELVIN LESTER K. LEE
Commissioner

KARLO S. BELLO
Commissioner